

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

Jay M. Goffman
J. Eric Ivester
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Fax: (212) 735-2000

Anthony W. Clark (admitted *pro hac vice*)
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636
Telephone: (302) 651-3000
Fax: (302) 651-3001

-and-

James J. Mazza, Jr. (admitted *pro hac vice*)
Louis S. Chiappetta (admitted *pro hac vice*)
155 N. Wacker Dr.
Chicago, Illinois 60606-1720
Telephone: (312) 407-0700
Fax: (312) 407-0411

Counsel for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
SUNEDISON, INC., et al.,	:	Case No. 16-10992 (SMB)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); Everstream HoldCo Fund I, LLC (9564); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); Terraform Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The address of the Debtors' corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

**DEBTORS' RESPONSE IN SUPPORT OF JOINT MOTION OF TERRAFORM
GLOBAL, INC. AND THE ALDRIDGE DEFENDANTS FOR AN ORDER GRANTING
LIMITED RELIEF FROM THE AUTOMATIC STAY**

SunEdison, Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), hereby submit this response in support of the *Joint Motion Of Terraform Global, Inc. And The Aldridge Defendants For An Order Granting Limited Relief From The Automatic Stay* (the “Motion”) [Docket No. 3928]. In support of the Motion, the Debtors respectfully state as follows:

1. The Motion seeks limited relief from the automatic stay, to the extent applicable, to permit the D&O Insurers to pay the Incremental Settlement Amount (\$1.625 million) from the ABC Tower in connection with the settlement of the Aldridge Lawsuit.² That relief is consistent with the rights and obligations of the parties (which include the Debtors) to the D&O Insurance Allocation Agreement as to which the Debtors have requested authority to enter into in the D&O Insurance Allocation Agreement Motion.

2. It is in the best interests of the Debtors and their estates for Global to reasonably settle or successfully litigate the defense of the remaining shareholder and investor lawsuits pending against it and its directors and officers in order to maximize the consideration to be paid to Global shareholders, including the Debtors, in the proposed cash merger transaction with Brookfield. It is because the D&O Insurance Allocation Agreement furthers those interests that the Debtors have asked the Court to approve it.

3. The relief sought in the instant Motion – to permit the settlement of the Aldridge Lawsuit to be fully funded and effectuated – is consistent with the D&O Insurance

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion or the *Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(a) And 363(b), And Bankruptcy Rules 6004 And 9019, Authorizing And Approving D&O Insurance Allocation Agreement* (the “D&O Insurance Allocation Agreement Motion”) [Docket No. 3979], as applicable.

Allocation Agreement, which (in paragraph 6) expressly provides that “[n]o party to this agreement shall object to ... the settlement of *Aldridge* with \$20 million of ABC Tower insurance”, which includes the \$1.625 million for which the instant Motion seeks stay relief to permit the D&O Insurers to pay. Accordingly, the Debtors support the relief sought in the Motion.

CONCLUSION

For all of the foregoing reasons and those set forth in the Motion, the Debtors respectfully request that the Court grant the relief sought in the Motion.

Dated: New York, New York
September 6, 2017

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ J. Eric Ivester
Jay M. Goffman
J. Eric Ivester
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Fax: (212) 735-2000

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James J. Mazza, Jr. (admitted *pro hac vice*)
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